

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

REGISTRATION NO. 15239-A Filed 1426

DIRECT LINE: (312) 984-3821

T. D. MARION

DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

JUL 6 1987 -9 42 AM

INTERSTATE COMMERCE COMMISSION

July 2, 1987

No. 7-187A020

Date JUL 6 1987

Fee \$ 10.00

ICC Washington, D.C.

\$10.00 filing fee

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.W.
Room 2215
Washington, DC 20423

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are two (2) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of June 23, 1987, a primary document.

Parties to this transaction are as follows:

Trailer Train Company (Purchaser)
101 North Wacker Drive
Chicago, Illinois 60606

Trinity Industries, Inc.
Pullman Standard Manufacturing (Manufacturer)
1414 Field Street
Hammond, IN 46320

The general description of the equipment is as follows:

<u>TYPE</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked*</u>	<u>Numbered</u>
5-unit articulated double-stack container well cars, contract T-6A86-P	FC	4	DTTX	64017-64020

* All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

100 OFFICE OF
SECURITY
JUL 6 9 53 AM '87
MOTOR OPERATING UNIT

Wanted part - a 15239-A

Honorable Noreta R. McGee
July 2, 1987
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

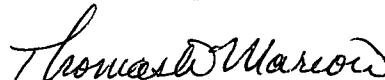
- (1) Manufacturing Agreement dated May 13, 1987,
recorded on May 29, 1987, at 1:55 p.m.,
recordation number 15239.

A short summary of the Manufacturing Agreement Supplement #1 to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1
covering (4) 5-unit articulated double-stack
container well cars numbered 64017-64020."

Once the filing has been made, please retain one copy and return the remaining stamped counterpart and transmittal letter copy to the undersigned bearer.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:kbb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/6/87

Thomas D. Marion
Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/6/87 at 9:40 AM, and assigned recordation number(s). 15239-A

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

JUL 6 1987 -9 42 AM

INTERSTATE COMMERCE COMMISSION
 MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of June 23, 1987, between PULLMAN STANDARD MANUFACTURING, TRINITY INDUSTRIES, INC. (the "Manufacturer") and TRAILER TRAIN COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 13, 1987, which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

PULLMAN STANDARD MANUFACTURING
 TRINITY INDUSTRIES, INC.

By: 

Vice President

(Corporate Seal)

ATTESTATION:


 Assistant Secretary

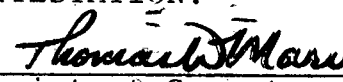
TRAILER TRAIN COMPANY

By: 

Vice President and Treasurer

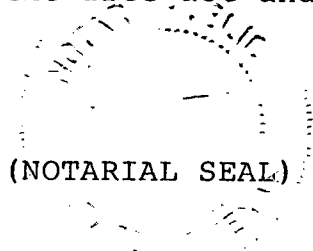
(Corporate Seal)

ATTESTATION:


 Assistant Secretary

STATE OF TEXAS)
)
COUNTY OF DALLAS) SS.:

On this 24th day of June, 1987, before me personally appeared L. Clark Wood, to me personally known, who, being by me duly sworn, says that he is a Vice President of TRINITY INDUSTRIES, INC. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



(NOTARIAL SEAL)

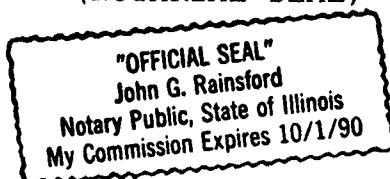
Beverly Baldridge
Notary Public

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this 23rd day of June, 1987, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

John G. Rainsford
Notary Public

(NOTARIAL SEAL)



ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

TRINITY INDUSTRIES, INC.
(Manufacturer)

TRAILER TRAIN COMPANY
(Company)

Item 1:

<u>Type</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	4	64017-64020	\$	\$	June, 1987	T-6A86-P

Item 2: September 30, 1987

Item 3: To be determined

Item 4: 1414 Field Street, Hammond, Indiana 46320

* Five-unit articulated doublestack container well car built in accordance with Trailer Train specification number 68-43-011586 dated January 15, 1986, revised July 15, 1986, and Trinity Industries specification number PSM - 1027 revised December 1, 1986.